

	Board Meetings	General Meetings	Executive compensation (LT plan incentives)
Baltic Countries Baltic Institute of Corporate Governance		<p>Baltic Institute of Corporate Governance invites all members to vote at the Annual General Meeting, which will be held on the 30th of April.</p> <p>Taking into account the Resolution No. 207 by the Government of Lithuania, which foresees a quarantine period in Lithuania until the 13th of April with a possibility of a further extension, the Association informs that the Meeting will take place, but members of the Association shall participate in the Meeting through voting in advance by submitting voting ballots.</p>	
Belgium Guberna	Measures taken by the government are in favor of remote participation in general meetings of listed companies. Remote voting	<p>Another measure proposed by Belgian Minister of Justice regarding general meetings:</p> <p>-it will be possible to postpone the general meeting until the present situation has returned to</p>	

	<p>and remote participation via internet is possible, but it presupposes that it is made possible by the articles of the association of the company. If not, an update or amendment of the statutes is necessary, but this requires a general meeting.</p> <p>-----</p> <p>On 29 March 2020, Belgian Minister of Justice Koen Geens announced a first set of crisis measures that he has submitted to the Government for approval.</p> <p>The following measures are proposed :</p> <ul style="list-style-type: none"> - the board of directors may decide that shareholders can only vote remotely. This remote voting can be organized in combination with proxy voting, whereby only one person appointed by the board of directors shall be able to act as proxy holder, - it is reiterated that the board of directors may, in all circumstances, take decisions by way of written resolutions or by electronic means of communication. 	<p>normal. This option will be available even if the general meeting has already been convened, provided the shareholders and members are duly informed of this postponement; the ultimate date for the general meeting to decide on the annual account is extended with 10 weeks</p> <p>-----</p> <p>Guberna was the first in line to organize its general meeting in a digital way. Liesbeth de Ridder has kindly accepted to provide ecoDa and its member institutes with interesting tips (Key success factors, challenges, etc).</p> <p>-----</p>	
<p>Denmark</p> <p>Board Leadership Society of Denmark</p>	<p>The Danish government has prohibited meetings +10 persons including AGMs. AGMs can still be held electronically (or by proxy) provided that a physical AGM (of less than 10 person attending) is held at the same time.</p>	<p>Generally, if the company has already convened an ordinary general meeting, it will have to cancel it if the expected attendance will exceed 10 persons, thus violating the ban. Cancellation may occur right up to the day before the annual general meeting and must be notified in the same manner as the convening was announced, e.g. as a company announcement, on the website and by e-mail/letter to the shareholders who have</p>	

		<p>requested it.</p> <p>If the annual general meeting is cancelled, it will be necessary to convene a new annual general meeting. As a rule, the new general meeting must be held in time for the approved annual report to be submitted to the Danish Business Authority before the expiry of the deadline laid down in the Danish Financial Statements Act, which is by the end of May (end of April for listed companies).</p> <p>However, in the wake of the Prime Minister's announcement, the Danish Business Authority has just announced new interim rules on extending the deadlines for submitting annual reports. The extension of the deadline means that companies with more than 10 owners may wait until no later than 8 weeks after the end of the ban on the gatherings of more than 10 persons.</p> <p>It is important to emphasise that only the companies with more than 10 owners are covered by the new temporary deadline. Companies that, in their statutes, have the option of holding an electronic general meeting, are not covered by the new deadline. Companies that are not covered by the new temporary deadline must, therefore, continue to hold an ordinary general meeting and submit annual reports before the general deadlines described above.</p>	
--	--	--	--

<p>Finland</p> <p>Directors' Institute Finland</p>	<p>State of emergency until April 13 but no legislative modification on the holding of AGMs</p>	<p>An AGM is not considered to be such a public meeting (banned by the Finnish Government). The Advisory Board of Finnish Listed Companies : urging companies for risk management and due care in their decisions.</p> <p>If meeting : concise and no catering.</p> <p>Furthermore, the Advisory Board of Finnish Listed Companies calls for an amendment of the Companies Act. The law includes strict timelines for AGMs. Some companies have cancelled (and postponed) their AGMs. This is naturally not without consequences, e.g. dividends cannot be paid without AGM decision. Other companies are searching digital tools.</p> <p>DIF organises webinars to their members on AGMs to give information about the current situation</p>	
<p>France</p> <p>Institut Français des Administrateurs, IFA</p>	<p>Pb with the closing of the accounts: Obligation to meet in person and to get 50% of the board members being present agreeing on the accounts. A solution could be to bring together at least half of the members of the board in person and to encourage the other members to attend in a remote way. Those ones can give proxy to the ones being present (only one proxy by board member), they will not be able to vote but they will participate in the debate via video.</p>	<p>Deadline: 6months - if not respected: risk of penal sanctions.</p> <p>In certain circumstances, AGMs can be postponed. If the articles of association allow it, it is still possible to organize a meeting via a teletransmission (videoconference) and / or on a dedicated website, but a physical meeting will remain necessary in the case of listed companies. Voting may take place by proxy (spouse, other shareholder, chairman) or by correspondence or directly during the teletransmission. In the latter case, a website dedicated exclusively to voting must be set up with methods of identifying shareholders.</p>	<p>The year 2020 will be marked by an economic situation both globally and at the corporate level not anticipated by the boards of directors and by the dedicated committees including those in charge of the remuneration of executive directors.</p> <p>In this context, the criteria, the performance conditions and the objectives to be achieved in terms of variable compensation set by the boards, in particular in terms of long-term compensation of executive corporate officers may in certain cases prove irrelevant in the circumstances economic news. Article 25.3.3 of the revised Afep-Medef Code stipulates that:</p>

			Only exceptional circumstances (substantial change in the scope, unforeseen changes in the competitive environment, loss of relevance of a benchmark or comparison group, etc.) justify that the performance conditions may be modified during the period considered.
Germany Vereinigung der Aufsichtsräte in Deutschland e.V., VARD		<p>The German Parliament has approved a Law to mitigate the consequences of the COVID-19 pandemic. The legislation covers :</p> <p>-Measures to simplify decisions in corporate law (most notably AGMs), the laws of associations and of cooperatives as well as of homeowner associations : Pursuant to the proposed law, the management board can decide that the (annual or extraordinary) general meeting is transmitted electronically and shareholders participate and vote electronically, even if this not provided for in the articles of association.</p> <p>Furthermore, the management board is also free to decide that the AGM can be entirely conducted in virtual format, i.e. without physical presence of any shareholder, provided that the following prerequisites are met:</p> <ul style="list-style-type: none"> •the entire AGM is transmitted electronically (i.e. via the internet); •shareholders can vote electronically (i.e. via electronic communication sent in advance of the meeting or online); •shareholders can ask questions electronically, which are answered in the due discretion by the management board; •the voting shareholders are given the necessary 	

		<p>means to contest resolutions of the AGM without being physically present</p> <p>The convocation period of AGMs is reduced to 21 days (and other related periods are shortened accordingly) and the current requirement for companies to convene their AGM within eight months of their business year – ending for most companies on 31 August 2020 – is extended to twelve months.</p> <p>The latter does not apply, however, to European Companies (SE) – see below. The management board can further decide to pay an advance dividend for the last fiscal year even if this is not provided for in its articles. All of the above decisions require consent of the supervisory board. Shareholders' rights to contest AGM resolutions based on certain formalities, including the convocation in electronic/virtual format (referred to above), are limited; they can only be based on intentional or grossly negligent violations.</p>	
Italy Nedcommunity		<p>A new law helps Italian companies to deal with the impact of Covid-19 during the 2020 annual general meeting season. Measures allow companies for example to extend the term to convene the annual general meeting to approve 2019 financial statements and facilitate the attendance of shareholders using means other than in-person attendance in compliance with the restrictive measures adopted by the Italian Government to reduce the risk of infection.</p>	

<p>Luxembourg</p> <p>Institut Luxembourgeois des Administrateurs, ILA</p>	<p>The Luxembourg Government declared a state of emergency on 18 March 2020 for a period of three months :</p> <p>Board of directors/managers, supervisory boards or any other bodies of a company may hold their meetings without a physical meeting by way of;</p> <ul style="list-style-type: none"> • written circular resolutions; or • video conference or other means of telecommunication enabling the identification of the members of the body participating in the meeting. <p>Again participants through such aforementioned means will be considered present for the purposes of determining the quorum and majorities of the meeting.</p>	<p>Among the measures introduced by the Government, certain rules introduce the possibility for the meetings of companies to be held exclusively in digital form without requiring the physical presence of their members¹ and will therefore be able to conduct such meetings in a manner that protects the health and safety of their shareholders and board members.</p> <p>The following rules apply regardless notwithstanding any provision to the contrary in the articles of association of the relevant company and regardless of the number of participants</p> <p>-----</p> <p>All Luxembourg companies will automatically benefit from a relief period of 4 months to make their financial data filings at the Luxembourg Trade and Companies Register.</p>	
<p>Netherlands</p> <p>NCD Academy</p>	<p>There is no general statutory requirement for the board of a Dutch company to meet at specific intervals. As such, board meetings can be postponed or cancelled in view of the COVID-19 related travel restrictions.</p> <p>In certain cases, however, board decisions cannot be postponed. There are a number of ar-rangements the board can make to</p>	<p>At least one general meeting of shareholders must be held annually. Until 6 April 2020 inclusive, gatherings are in principle not permitted. However, an AGM may nonetheless be held if there are no more than 100 people in attendance and a distance of at least 1.5 meters between attendees is maintained. Below are some additional points to consider when organising the AGM. Here are some focal points:</p>	

mitigate the effects of travel restrictions and other safety measures related to COVID-19:

- Board meetings can generally be held using electronic means of communication, provided all participating board members can communicate with each other in real time (i.e. Skype or a conference call).
- It is possible for a board member to grant a proxy to another board member to represent him or her at a meeting, thereby limiting the number of participants.
- Board resolutions can be adopted in writing, provided all board members are familiar with the resolutions to be passed and there are no objections to this means of decision-making.

- Virtual AGM: A fully virtual AGM is not permitted under Dutch law.
- Hybrid AGM: A hybrid AGM is possible, under certain conditions. In a hybrid AGM, shareholders can participate in, address and vote at the AGM by electronic means of communication. The applicable procedures and conditions must be announced when the AGM is convened, and the company's articles of association must expressly permit this possibility.
- Additional measures for a physical AGM:
 1. The company's articles of association may impose requirements such as the presence of directors, a quorum or further rules on the chairperson's role. In view of the current exceptional circumstances, we believe that certain rules regarding the physical attendance of directors and officers can be complied with by means of participation by telephone or video conference. It is even conceivable for the chairperson to preside over the AGM via electronic means of communication.
 2. Shareholders may be offered the opportunity to follow the meeting via a live webcast, possibly with a chat function so that they can ask questions and make comments.
 3. Shareholders may be expressly requested to grant a proxy with voting instructions to an officer of the company or an independent third party (in writing or

		<p>electronically through e-voting).</p> <ul style="list-style-type: none"> • <u>Postponement</u> (if the convocation notice has not been sent) or rescheduling (if the notice has already been sent) of the meeting: The AGM of an NV must be held within six months from the close of its financial year (or earlier if so provided in its articles of association). For a BV, the AGM must take place within 12 months from the close of its financial year (unless the shareholders take a decision outside a meeting). While postponing or rescheduling the AGM is therefore possible, doing so will have consequences for the time at which the annual accounts are adopted and any dividend can be paid. 	
Norway The Norwegian Institute of Directors			
Romania Independent Directors Association			<p>Companies, first and foremost, need to carefully analyze their risk exposure and evaluate with take care of the manner in which their financial reporting for the financial year ended December 31st 2019 will be affected by this event after the closing</p>

<p>Slovenia</p> <p>Slovenian Directors' Association (SDA)</p>	<p>SDA released a position paper on the impacts of pandemic on CG and suggestions to the Government :</p> <ul style="list-style-type: none"> - the Supervisory Board, together with the Management Boards, should take into account the changed circumstances and increase the risk to the operations of the companies in formulating proposals for the distribution of distributable profit at this year's General Meetings; - to take into account movement restrictions (#ostanidoma) in the conduct of meetings of the SB and commissions - the SDA recommends the use of modern information technologies for the implementation of the sessions - to ask the Management Board of the Company for information and current information on the situation in the Company - the SDA recommends a list of priority information for the Management Board to request from the Management Board - the reduction of the remuneration of the members of the Supervisory Boards in the state-owned majority-owned companies, which the Government of the Republic of Slovenia should impose on SSH (governing body for SEOs) and BAMC (Bad Bank), must be carried out in accordance with the rules of corporate governance. the duration of the epidemic 	<p>SDA :</p> <ul style="list-style-type: none"> -proposes to the Government to temporarily suspend the deadline for holding the General Meetings until the end of October 2020. This will entail delays in the Assembly's decision-making, which may include, but are not limited to, the decision on the distribution of distributable profit, the appointment of new members of the Supervisory Board or the increase of share capital under the insolvency legislation. -proposes to the Government to regulate, by means of a provisional inter-law <ul style="list-style-type: none"> • for joint-stock companies, the mandates of the current bodies shall be extended to the next ordinary general meeting if the general meeting cannot be carried out within the deadline; • Suspension of the provisions of the insolvency legislation relating to the initiation of insolvency proceedings and the limitation of the responsibility of the management and supervisory bodies to file the initiation of these proceedings within 1 month; • to define for joint-stock companies the possibility of holding general meetings without physical presence, regardless of statutory restrictions, provided that other legal conditions are provided, which cannot, however, be challenged for formal and technical reasons of the Internet AGM. <p>-----</p> <p>The main solutions to the the Company Act which are planned to come to force next week:</p> <ul style="list-style-type: none"> - the deadlines for the revision of the annual report and the consolidated annual report or the 	
--	---	--	--

		<p>investigation of the annual accounts are extended by two months, for the submission of those annual reports with the auditor's opinion of AJPES and for the general meeting at which the general meeting decides on the use of accumulated profit and on discharge;</p> <ul style="list-style-type: none"> - until the first next General Meeting, an extension of the term of office of the members of the Supervisory Board or the Management Board is allowed, if the General Meeting responsible for the appointment has not yet decided on the appointment of a new member of the Supervisory Board or the Management Board because it has not been convened or has not yet been convened. held the term of office of members of the Supervisory Board or the Management Board; - it is possible to hold assemblies, ie shareholder participation and voting by electronic means, without the physical presence of shareholders at the general meeting; - by means of electronic means, through the transmission of the image and tone, the participation of the management or control bodies at the assembly, which is carried out by electronic means; - Specific rules are laid down for the preparation of the minutes and the identification of shareholders at general meetings, which will be conducted by electronic means without physical presence; - a specific rule is laid down regarding the holding of a holding in a limited liability company. The rights arising from a business interest will be exercised by anyone who can prove to the manager that he or she is the owner of the business interest. 	
--	--	---	--

		- special rules in the transitional provision allow the holding of assemblies convened before this law enters into force. These assemblies will be able to be held by electronic means.	
Spain Instituto de Consejeros -Administradores, IC-A	<p>All legal obligations are stopped. When the alarm situation finish then all companies will have 3 additional months for board meetings , AGMs and related to full fill normal requirements.</p> <p>Listed companies :</p> <ul style="list-style-type: none"> - are allowed to have AGMs until October 2020 - can publish the annual financial report up to six months after closing of the financial year - The annual shareholders meeting can be held within the first 10 months of the financial year. - The board may call the GSM to be held electronically and to have remote voting <p>Even if a company's articles of association do not expressly allow for this possibility, meetings of the board and other collegiate governing bodies (e.g. commissions and committees) can be held by videoconference (provided that it is possible to identify the attendees via image and audio in real time). Resolutions can also be passed by those bodies in writing, without a physical meeting, provided that this is requested by the chairperson or at least two members. In both cases it is understood that the meeting is held at the company's corporate domicile. Any</p>	<p>Independent of by-laws, legal laws and others it have authorised that all digital/virtual agreements are valid.</p> <p>Drafting and approval of the annual accounts. The term of three months from closing of the financial year given to companies to draft their annual accounts has been extended to three months beyond the end of the state of emergency. The deadline for auditing those companies that have already drafted their annual accounts is also pushed back to two months after the end of the state of emergency. As a result, the deadline for approving the annual accounts will be three months from the date on which they are ultimately drafted pursuant to the above paragraph. In other words, if the state of emergency ends on 1 April 2020, companies will have until 1 July to draft their accounts and until 1 October 2020 to approve them.</p>	

	meetings that were due to be held after the state of emergency was announced, but that were called beforehand, can be cancelled or rescheduled by resolution passed by the management body, which must be published on the company's website or in the BORME (Companies Registry Journal) 48 hours prior to the date on which the meeting was due to be held.		
Sweden The Swedish Academy of Board Directors		<p>The Swedish Association of Enterprise (SAE) has just filed a letter to the government urgently demanding a temporary amendment of the Companies Act to the effect that certain measures aimed at decreasing - or even eliminating - physical presence of shareholders at AGMs</p> <p>Such measures could include a right for the company to collect proxies from its shareholders to vote on their behalf and to allow voting by mail, both of which options are otherwise not allowed unless explicitly stated in the Articles of Association, which is seldom the case. The SAE further proposes the government to consider the more far-reaching option to allow companies to determine that voting at the AGM shall be made by proxy or mail, thus elimination the need for any physical assembly at all.</p> <p>If a General Meeting cannot be postponed, the emergency measures restricting the assembly of more than 10 people imposed by the Finnish Government and the Regional State Administrative Agencies shall be taken into</p>	

		<p>account.</p> <ul style="list-style-type: none"> o Actual (physical) General Meeting has to be held (the meeting cannot be organised electronically only). o However, participating to and/or observing the meeting through electronic remote access (e.g. through web broadcast or such) can be arranged. Relevant instructions for such participation and/or observation shall be included to the meeting notice. o Advance voting and participation through proxy can be used to lower the number of people attending to the meeting. Relevant instructions shall be included to the meeting notice. 	
Switzerland The Swiss Institute of Directors	The Swiss Government declared National Emergency which puts all the existing regulation in question	<p>In order to enable Swiss companies to hold their general meetings despite the current restrictions, the Amended COVID-19 Ordinance authorizes the holding of general meetings in writing, in electronic form, or by an independent proxy designated by the company.</p> <p>For Swiss companies this means:</p> <p>General meetings with physical presence are banned until 19 April 2020.</p> <p>Companies which already issued their invitations to general meetings to be held on a date before or on 19 April 2020 must either postpone the general meeting or, because no physical meeting</p>	

		<p>can be held, inform the shareholders on how they can exercise their voting rights.</p> <p>If the general meeting is not postponed, the company must notify its shareholders in writing or electronically (for example on the company's website) on how they can exercise their voting rights at the latest four days before the date of the general meeting.</p> <p>The company must implement respective measures so that the shareholders can exercise their voting rights.</p> <p>Currently, the ban is in force until 19 April 2020, but could be extended. Hence, if general meetings are scheduled to fall after 19 April 2020, they may still be planned as meetings with physical presence but, to be on the safe side, companies should also plan on the basis of an ongoing ban. This means that the date of the general meeting should not be before 24 April 2020, so that there is sufficient time (at least four days) after 19 April 2020 and the date of the general meeting to allow the company for the election, implementation and communication on how the shareholders can exercise their voting rights. Roche held an AGM on week 12 with only BoD, CEO and a shareholder representatives present (not be acceptable in normal times)</p>	
<p>UK</p> <p>Institute of Directors</p>		<p>There does not appear to be a legal obstacle in the UK to holding a virtual AGM as long as it is permitted by the organisation's constitutional documents. However, the most practical option in the first instance is likely to be delaying the AGM as far out as is possible, subject to meeting statutory deadlines. It should be possible in the UK, following enactment of Companies Act 2006</p>	

		<p>provisions which allow entirely electronic general meetings if allowed by the articles.</p> <p>In 2017, Jimmy Choo was the first UK company to have an an entirely virtual AGM. But they haven't taken off because institutional investors have disliked the idea.They see them as destroying shareholder accountability.</p> <p>-----</p> <p>The Companies House is now granting a two months extension to file company accounts where accounts cannot be filed on time due to a company being affected by Covid-19.</p>	
Malta Institute of Directors - Malta Branch			
Cyprus Institute of Directors - Cyprus Branch			
Armenia	<p>The Armenian parliament drafted a new package of legislation that allows to conduct remote AGMs and voting through electronic means. The bill now is on the parliament's floor and is being discussed as an emergency reform legislation. We foresee that it will be adopted in the coming days.</p> <p>Under Armenian legislation, the decision of</p>	<p>Under the Draft, it is suggested to eliminate the mentioned prohibition. In particular, if the Draft passes into law, joint-stock companies (including banks and insurance companies) will be allowed to hold annual meetings on a virtual platform and vote with electronic ballots.</p>	

	holding a shareholders' meeting is adopted by the board. Nevertheless, board meetings cannot be held through distance voting or electronic communication. Under these circumstances, especially in the context of fighting COVID-19, the situation wherein shareholders' meetings will be allowed to be held remotely but board meetings will continue to be exclusively physical seems illogical. For that reason, the Drafts suggests establishing distance and electronic voting regimes for board meetings similar to those which are suggested for shareholders' meetings		
--	--	--	--

*Made and continuously updated by our
Junior Policy Advisor, Manon Roehrig*

Copyright © 2018 ecoDa asbl. All rights reserved

*Contact:
Béatrice Richez-Baum, Director General,
Contact@ecoDa.org
Tel: +3222315811*